

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

EDWIN BUCHANAN LYON, IV, ET AL.,

Defendants.
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DECLARATION OF CHRISTOPHER J. CLARK

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Attorneys for Defendants

CHRISTOPHER J. CLARK, as his declaration, states as follows:

1. I am over 21 years of age and otherwise competent to make this declaration.
2. I am a partner with the law firm of Dewey & LeBoeuf LLP, counsel for defendants Edwin Buchanan Lyon, IV, Gryphon Master Fund, L.P., Gryphon Partners, L.P., Gryphon Partners (QP), L.P., Gryphon Offshore Fund, Ltd., Gryphon Management Partners, L.P., Gryphon Management Partners III, L.P., and Gryphon Advisors, L.L.C. (hereinafter collectively "Gryphon" or "Defendants") in this action. I submit this declaration for the purpose of putting before the Court documents in support of defendants' Motion for Summary Judgment.
3. Attached as Exhibit A is a true and correct copy of the deposition transcript of Edwin Buchanan Lyon, IV dated July 18, 2007.
4. Attached as Exhibit B is a true and correct copy of the deposition transcript of Edwin Buchanan Lyon, IV dated April 26, 2006.
5. Attached as Exhibit C is a true and correct copy of the background questionnaire of Edwin Buchanan Lyon, IV.
6. Attached as Exhibit D is a true and correct copy of the deposition transcript of Warren Garden dated July 20, 2007.
7. Attached as Exhibit E is a true and correct copy of the deposition transcript of Edwin Buchanan Lyon, IV dated April 27, 2006.
8. Attached as Exhibit F is a true and correct copy of the deposition transcript of Ryan Wolters dated July 19, 2007.

9. Attached as Exhibit G is a true and correct copy of the deposition transcript of Jaime Alfaro dated March 24, 2008.
10. Attached as Exhibit H is a true and correct copy of the deposition transcript of Brian Sullivan dated April 4, 2008.
11. Attached as Exhibit I is a true and correct copy of the deposition transcript of Ronald Zimmerer dated March 13, 2008.
12. Attached as Exhibit J is a true and correct copy of a Donaldson, Lufkin & Jenrette brokerage account statement for the Gryphon Master Fund for the period of March 20 to 30, 2001, Bates No. DLJP 00291-96.
13. Attached as Exhibit K is a true and correct copy of a letter dated November 3, 2005 from Robin Lester of Pershing to Anthony Kelly of the SEC enclosing trade records, Bates No. DLJP 00348-61.
14. Attached as Exhibit L is a true and correct copy of a Bank of America Securities LLC statement for Gryphon Partners LP dated March 31, 2001, Bates No. BAS002001625.
15. Attached as Exhibit M is a true and correct copy of the NASD Audit Trail for trading in securities of PhotoMedex, Inc., dated March 21, 2001.
16. Attached as Exhibit N is a true and correct copy of the deposition transcript of Vincentia K. Devone dated April 4, 2008.
17. Attached as Exhibit O is a true and correct copy of the deposition transcript of Dennis McGrath dated June 27, 2007.
18. Attached as Exhibit P is a true and correct copy of the deposition transcript of Stephen J. Massocca dated July 12, 2007.

19. Attached as Exhibit Q is a true and correct copy of an email dated March 21, 2001 from Vincentia Devone to Edwin Buchanan Lyon, IV and Jeffrey Thorp, attaching a Registration Rights Agreement, Bates No. GRYPH DC 0313327-61.

20. Attached as Exhibit R is a true and correct copy of the deposition transcript of Anthony Deasey dated July 23, 2007.

21. Attached as Exhibit S is a true and correct copy of an email dated June 3, 2003 from Jaime Alfaro to Ryan Wolters, attaching a private placement memorandum, Bates No. GRYPH 52835-53086.

22. Attached as Exhibit T is a true and correct copy of a facsimile dated July 7, 2003 from Edwin Buchanan Lyon, IV to Sterling Financial Investment Group of the signature page for a subscription agreement, Bates No. GRYPH 21024.

23. Attached as Exhibit U is a true and correct copy of an email dated July 7, 2003 from Ronald Zimmerer to Michael Fein and Derek Saleeby, attaching a subscription agreement, term sheet, and warrant exercise agreement, Bates No. RCR176102-40.

24. Attached as Exhibit V is a true and correct copy of the private placement memorandum for the Manufacturer's Services PIPE offering, Bates No. RS77424-48.

25. Attached as Exhibit W is a true and correct copy of an email dated March 18, 2002 from Brian Sullivan to Shelly Jeske, Bates No. RS77491.

26. Attached as Exhibit X is a true and correct copy of a Donaldson, Lufkin & Jenrette brokerage account statement for the Gryphon Master Fund for the period of November 1 to 30, 2001, Bates No. DLJP 00328-31.

27. Attached as Exhibit Y is a true and correct copy of a Bank of America Securities LLC statement for Gryphon dated November 30, 2001, Bates No. BAS002021910-13.

28. Attached as Exhibit Z is a true and correct copy of the deposition transcript of Edward Dallin Bagley dated July 10, 2007.

29. Attached as Exhibit AA is a true and correct copy of the deposition transcript of Patricia Vasquez dated July 11, 2007.

30. Attached as Exhibit BB is a true and correct copy of an email dated October 24, 2001 from Stephen Saltztein of Ram Capital to Edwin Buchanan Lyon, IV, attaching a purchase agreement and private placement memorandum, Bates No. GRYPH 75188-341.

31. Attached as Exhibit CC is a true and correct copy of a facsimile dated November 15, 2001 from Edwin Buchanan Lyon, IV to Ram Capital, Bates No. ClearOneG000683-87.

32. Attached as Exhibit DD is a true and correct copy of a PhotoMedex transaction summary for Gryphon for the period of January 1, 2001 to August 31, 2005, Bates No. GRYPH DC 38481-82.

I hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
June 10, 2008

s/Christopher J. Clark
Christopher J. Clark